

In re:

Rite Aid Corp.

Debtor.

and associated bankruptcy cases bearing Case Nos.:

23-18991-MBK, 23-18992-MBK, 23-18994-MBK, 23-18995-MBK,  
23-18996-MBK, 23-18997-MBK, 23-18998-MBK, 23-18999-MBK,  
23-19000-MBK, 23-19001-MBK, 23-19002-MBK, 23-19003-MBK,  
23-19004-MBK, 23, 19005 MBK, 23-19006-MBK, 23-19007-MBK,  
23-19008-MBK, 23-19009-MBK, 23-19010-MBK, 23-19011-MBK,  
23-19012-MBK, 23-19013-MBK, 23-19014-MBK, 23-19015-MBK,  
23-19016-MBK, 23-19017-MBK, 23-19019-MBK, 23-19020-MBK,  
23-19021-MBK, 23-19022-MBK, 23-19024-MBK, 23-19025-MBK,  
23-19026-MBK, 23-19027-MBK, 23-19028-MBK, 23-19029-MBK,  
23-19030-MBK, 23-19031-MBK, 23-19033-MBK, 23-19034-MBK,  
23-19035-MBK, 23-19036-MBK, 23-19037-MBK, 23-19038-MBK,  
23-19039-MBK, 23-19040-MBK, 23-19041-MBK, 23-19042-MBK,  
23-19043-MBK, 23-19044-MBK, 23-19045-MBK, 23-19046-MBK,  
23-19047-MBK, 23-19048-MBK, 23-19049-MBK, 23-19050-MBK,  
23-19051-MBK, 23-19052-MBK, 23-19053-MBK, 23-19054-MBK,  
23-19055-MBK, 23-19056-MBK, 23-19057-MBK, 23-19058-MBK,  
23-19059-MBK, 23-19060-MBK, 23-19063-MBK, 23-19062-MBK-  
23-19064-MBK, 23-19066-MBK, 23-19065-MBK, 23-19067-MBK,  
23-19068 MBK, 23-19069-MBK, 23-19070-MBK, 23-19071-MBK,  
23-19072-MBK, 23-19074-MBK, 23-19073-MBK, 23-19075-MBK,  
23-19077-MBK, 23-19076-MBK, 23-19078-MBK, 23-19079-MBK,  
23-19080-MBK, 23-19081-MBK, 23-19082-MBK, 23-19083-MBK,  
23-19084-MBK, 23-19085-MBK, 23-19088-MBK, 23-19087-MBK,  
23-19086-MBK, 23-19089-MBK, 23-19091-MBK, 23-19090-MBK,  
23-19092-MBK, 23-19093-MBK, 23-19094-MBK, 23-19095-MBK,  
23-19096-MBK, 23-19098-MBK, 23-19097-MBK, 23-19099-MBK,  
23-19100-MBK, 23-19101-MBK, 23-19102 MBK, 23-19103-MBK,  
23-19105-MBK, 23-19104-MBK, 23-19106-MBK, 23-19107-MBK,  
23-19108-MBK, 23-19109-MBK, 23-19111-MBK, 23-19112-MBK,  
23-19113-MBK, 23-19114-MBK, 23-19115-MBK



Order Filed on October 17, 2023  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey

Chapter 11

Case No. 23-18993 (MBK)

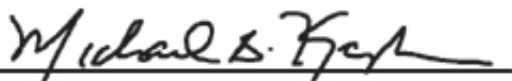
(Joint Administration Requested)

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF  
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through six (6), is

**ORDERED.**

**DATED: October 17, 2023**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

(Page | 2)

Debtors: RITE AID CORPORATION, *et al.*

Case No. Caption 23-18993 (MBK)

of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief

---

Upon the Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief (the "Motion"),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to direct the joint administration of the Debtors' chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

(Page | 3)

Debtors: RITE AID CORPORATION, *et al.*

Case No. Caption 23-18993 (MBK)

of Order: Order (I) Directing Joint Administration of Chapter 11 Cases and  
(II) Granting Related Relief

---

2. The above-captioned cases hereby are jointly administrated by this Court for procedural purposes only.

3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

4. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of New Jersey shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

5. All pleadings, papers, and documents filed in the Lead Case shall bear the caption as shown in **Exhibit 1** attached hereto.

6. The caption shown in **Exhibit 1** attached hereto satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. All lists, schedules, and statements shall be filed and docketed in the specific Debtor's case to which they are applicable.

8. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.

9. If pleadings, papers, or documents have been filed in any of the above-captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (i) refile the pleading, paper, or document in the Lead Case within three (3) business days of the entry of this Order,

(Page | 4)

Debtors:	RITE AID CORPORATION, <i>et al.</i>
Case No. Caption	23-18993 (MBK)
of Order:	Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief

---

(ii) set the pleading, paper, or document for hearing before the judge assigned to the Lead Case, and (iii) notice the hearing to all appropriate parties.

10. The Clerk shall file a copy of this order in the Lead Case and each of the affiliated Debtor cases.

11. The Debtors shall file individual monthly operating reports for each Debtor and such reports shall be docketed in the Lead Case.

12. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

14. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

15. A true copy of this Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

16. This Order shall be effective immediately upon entry.

17. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

**Exhibit 1**

**Case Caption**

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**

Edward O. Sassower, P.C.  
Joshua A. Sussberg, P.C. (*pro hac vice* pending)  
Aparna Yenamandra, P.C. (*pro hac vice* pending)  
Ross J. Fiedler (*pro hac vice* pending)  
Zachary R. Manning (*pro hac vice* pending)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
esassower@kirkland.com  
joshua.sussberg@kirkland.com  
aparna.yenamandra@kirkland.com  
ross.fiedler@kirkland.com  
zach.manning@kirkland.com

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**COLE SCHOTZ P.C.**

Michael D. Sirota, Esq.  
Warren A. Usatine, Esq.  
Felice R. Yudkin, Esq.  
Seth Van Aalten, Esq. (*pro hac vice* pending)  
Court Plaza North, 25 Main Street  
Hackensack, New Jersey 07601  
Telephone: (201) 489-3000  
msirota@coleschotz.com  
wusatine@coleschotz.com  
fyudkin@coleschotz.com  
svanaalten@coleschotz.com

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEW JERSEY**

In re:

Rite Aid Corporation, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-18993 (MBK)

(Joint Administration Requested)

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.